

THE UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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	:	
IRONWOOD CAPITAL LTD.,	:	Civil Action No.:
	:	
Plaintiff,	:	
	:	
v.	:	
	:	
IRONWOOD CAPITAL MANAGEMENT, LLC;	:	
IRONWOOD PARTNERS, LLC; and ICM SERIES	:	
TRUST,	:	
	:	
Defendants.	:	
-----	X	

**CERTIFICATE FOR ADMISSION PRO HAC VICE OF TODD S. SHARINN**

I, Todd S. Sharinn, hereby depose on oath and say:

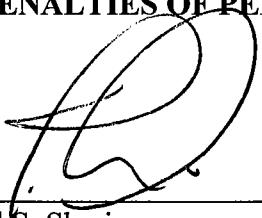
1. I am a member of the bars for the Commonwealths of Massachusetts and Pennsylvania and the States of New York and Connecticut, as well as the United States Court of Appeal for the Federal Circuit and the United States District Courts in the Eastern and Southern Districts of New York and the District of Connecticut.

2. I am a member of the Bar in good standing in every jurisdiction where I have been admitted to practice.

3. There are no disciplinary proceedings pending against me as a member of the Bar of any jurisdiction.

4. I am familiar with the Local Rules of the United States District Court for the District of Massachusetts.

**SIGNED UNDER THE PENALTIES OF PERJURY THIS 10<sup>TH</sup> DAY OF MAY, 2004.**

  
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Todd S. Sharinn